

Sean Dougherty  
AVP, Contracts  
CIT Rail



March 18, 2008

RECORDATION NO. 27423 FILED

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

MAR 25 '08

3-50 PM

SURFACE TRANSPORTATION BOARD

RE: ENGL02001

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of July 9, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: BASF Corporation  
Rail Command Center  
PO Box 547  
Geismar, LA 70764

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive Suite 3000  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series NCUX 50065 – NCUX 50244 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty  
AVP, Contracts  
CIT Rail

Enclosures

CIT RAIL  
30 South Wacker Drive  
Suite 3000  
Chicago, IL 60606

t: 312.906.5785 f: 312.906.5833  
[sean.dougherty@cit.com](mailto:sean.dougherty@cit.com)

MAR 25 '08

3-50 PM

## MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this ~~first~~ <sup>ninth</sup> day of ~~May~~ <sup>July</sup>, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, IL 60606 (the "Lessor"), and BASF CORPORATION, a Delaware corporation, with an address at Rail Command Center, PO Box 547, Geismar, LA 70764 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of ~~May 1, 2007~~ <sup>July 9, 2007</sup> covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Jeffrey T. Lytle*  
Name: Jeffrey T. Lytle  
Title: SVP Legal

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BASF CORPORATION

By: *BASF Corp*  
Name: *A. H. H. H.*  
Title: Rail Assets Spec

# Schedule A

## Number of Cars

## Equipment Description

21 5,125 Power Flow One Car - 263 - lined

1	NCUX	50085
2	NCUX	50151
3	NCUX	50154
4	NCUX	50174
5	NCUX	50178
6	NCUX	50177
7	NCUX	50181
8	NCUX	50184
9	NCUX	50194
10	NCUX	50195
11	NCUX	50203
12	NCUX	50207
13	NCUX	50215
14	NCUX	50219
15	NCUX	50222
16	NCUX	50227
17	NCUX	50229
18	NCUX	50236
19	NCUX	50238
20	NCUX	50240
21	NCUX	50244